

WILSON L MICHELLE

Form 4

November 17, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WILSON L MICHELLE

2. Issuer Name and Ticker or Trading Symbol  
AMAZON COM INC [AMZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

P.O. BOX 81226

11/15/2011

Senior Vice President

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SEATTLE, WA 98108-1226

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	11/15/2011		M	7,500 A	\$ 0	27,501	D
Common Stock, par value \$0.01 per share	11/15/2011		S <sup>(1)</sup>	1,900 D	\$ 215.7513	25,601	D
Common Stock, par value \$0.01 per share	11/15/2011		S <sup>(1)</sup>	2,600 D	\$ 217.1841	23,001	D

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value					(3)			
\$.01 per share								
Common Stock, par value	11/15/2011	S(1)	1,500	D	\$ 218.0947	21,501	D	
\$.01 per share					(4)			
Common Stock, par value	11/15/2011	S(1)	1,500	D	\$ 219.122	20,001	D	
\$.01 per share					(5)			
Common Stock, par value						484.349	I	Held by the reporting person's Amazon.com 401(k) plan account
\$.01 per share								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 (6)	11/15/2011		M	7,500	05/15/2011(7)	02/15/2014	Common Stock, par value \$.01 per share	7,500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON L MICHELLE P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	

# Signatures

/s/ L. Michelle Wilson, Senior Vice President, General Counsel and Secretary 11/16/2011

\_\_Signature of Reporting Person Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$216.65 and the lowest price at which shares were sold was \$214.6622.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$217.66 and the lowest price at which shares were sold was \$216.70.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$218.63 and the lowest price at which shares were sold was \$217.72.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$219.61 and the lowest price at which shares were sold was \$218.76.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 7,500 shares on each of May 15, 2011, August 15, 2011, November 15, 2011 and February 15, 2012; 6,250 shares on each of May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 5,000 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

## Remarks:

REMARKS:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.